

AGENDA

CORPORATIONS COMMITTEE

California Department of Corporations
71 Stevenson St., Ste. 2100
San Francisco, CA 94105
Friday, May 6, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [5 min.]

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

II. AGENCY AND LIAISONS' REPORTS [45 min.]

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas/Oshima
6. Secretary of State: Mitchell/Bogart
7. Office of Governmental Affairs: Doyle
8. BLS Committee liaison reports
 - Corporate Law Departments: Sawyers
 - Cyberspace Law: Serepca
 - Financial Institutions: Sostrin
 - Non-Profit Corporations: Delfino
 - Partnerships and LLCs: Deming
 - UCC: Hong
 - Executive Committee: Bishop

III. SUBCOMMITTEE REPORTS [30 min.]

1. Legislation: Stokdyk
 - AB 241 (mergers; certificate of satisfaction)
 - SB 119 (unanimous written consents; interested directors)
 - SB 627 (usury; §25118)
 - AB 345 and 1513 (spot bill for DoC)
2. Communications/Website: Hsu, Sostrin
 - Extranet
 - Practice Corner
3. Education/Publications: Shugart/Weakley
 - Annual meeting speakers

IV. 2004-2005 AGENDA: STATUS [90 min.]

1. Guide to Organizing a California Corporation: Shugart/Weakley
2. Opinions Report: Fotenos/Hazen
3. ALPs:
 - a. Technical Amendments--114, 191, 603 & 1501: Stokdyk, Ruosch, McAllister
 - b. Substantive Amendments--600(b), 710: Delfino, Fotenos, Stokdyk
4. Uniform Securities Act report: Hiraide
5. Close Corporation Model Act adoption: Serepca
6. BLN article re SOX and state law conflicts: Wood
7. Commentary annotations to National Venture Capital Association Model Forms: Skinner

V. OTHER BUSINESS [10 min.]

1. Solicitation of new members.